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12897 Colonial Dr. • Mt. Airy, Md. 21771
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No. **8-130A010**
Date **MAY 9 1988**
Fee \$ **13.00**

REGISTRATION NO. **15314 A**
FEB 1988

MAY 9 1988 9 42 AM

ICC Washington, D. C.

May 9, 1988

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20007

Dear Ms. Lee:

Enclosed is an Addendum to Lease of Railroad Equipment, dated August 28, 1987, between the following parties:

Lessor: Helm Equipment Leasing Corporation
One Embarcadero Center
San Francisco, CA 94111

Lessee: Longtree International Inc.

Please record this document as a supplement to ICC Recordation #15314. Thank you.

Sincerely,

Mary Ann Oater

Mary Ann Oater
Research Consultant

Enclosure

RECEIVED
MAY 9 8 22 AM '88
FOR THE RECORDS UNIT

Overlaid Mary Ann Oater

15314 A
RECORDED MAY 10 1988

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INTERSTATE COMMERCE COMMISSION

ADDENDUM TO THE LEASE OF RAILROAD EQUIPMENT
BETWEEN
HELM FINANCIAL CORPORATION
AND
LONGTREE INTERNATIONAL, INC.

The following is an Addendum to the LEASE OF RAILROAD EQUIPMENT, dated as of August 28, 1987, between HELM FINANCIAL CORPORATION, a California corporation, (hereinafter called the "Lessor") and LONGTREE INTERNATIONAL, INC., a Delaware corporation (hereinafter called the "Lessee").

Paragraph 4, "Term of Lease", shall be modified as follows:
"The term of this Lease with respect to each Unit...shall end on September 30, 1988."

Paragraph 16, "Purchase/Lease Option", is no longer applicable and should be considered deleted from the Lease.

All other provisions of the Lease Agreement shall remain in effect as written.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have caused there presents to be signed in their respective names as of the date first below written.

Attest: John F. Klein
Title: V.P. Finance

HELM FINANCIAL CORPORATION
By: [Signature]
Title: President
Date: 4/1/88

Attest: Shelly L. Norris
Title: Admin. Asst.

LONGTREE INTERNATIONAL, INC.
By: [Signature]
Title: President
Date: 4/5/88

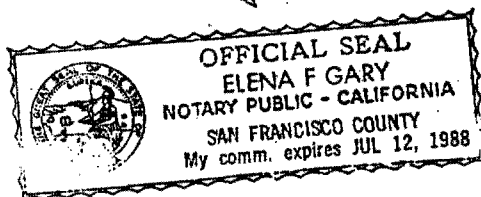
STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On this 1st day of April, 1988, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elena F. Gary
Notary Public

My Commission Expires: July 12, 1988

[Notarial Seal]

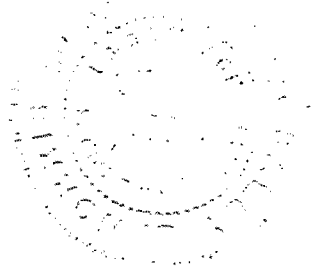


STATE OF WASHINGTON)
COUNTY OF SPOKANE) ss.

On this 5th day of April, 1988, before me personally appears LARRY C. BEAR to me personally known, who being by me duly sworn, says that he is a President of LONGTREE INTERNATIONAL, INC., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jelly L. Lewis
Notary Public

My Commission Expires: 11/1/91



Interstate Commerce Commission
Washington, D.C. 20423

5/9/88

OFFICE OF THE SECRETARY

Mary Ann Oster
Oster Researching Services
12897 Colonial Dr.
Mt Airy, MD. 21771

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/9/88 at 9:45am, and assigned recordation number(s). 15314-A & 15542-A

Sincerely yours,

Narta R. McGee
Secretary

Enclosure(s)